

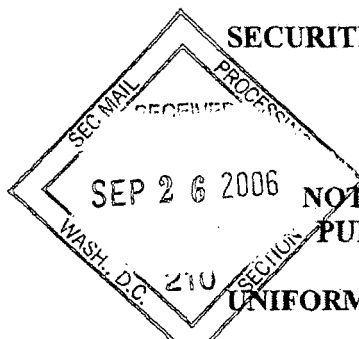
FORM D



06048211

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D



NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

## OMB APPROVAL

OMB Number: 3235-0076  
Expires: April 30, 2008  
Estimated average burden  
hours per response ..... 16.00

## SEC USE ONLY

Prefix		Serial
DATE RECEIVED		

Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)

Apax France VII

Filing Under (Check box(es) that apply):

□ Rule 504

□ Rule 505

☒ Rule 506

□ Section 4(6)

□ ULOE

Type of Filing:

□ New Filing

☒ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)

Apax France VII

Address of Executive Offices

(Number and Street, City, State, Zip Code.)

c/o Apax Partners S.A., 45 avenue Kleber, 75784 Paris Cedex 16

Telephone Number (Including Area Code)

Address of Principal Business Operations

(Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Private investment fund

Type of Business Organization

□ corporation

□ limited partnership, already formed

☒ other (please specify): Venture Capital Fund subject to provisions  
under the French Financial and Monetary Code

□ business trust

□ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month

0 1

Year

0 6

X Actual

□ Estimated

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

PROCESSED

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FINANCIAL

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	€ 700,000,000	\$370,860,000
	(\$891,310,000)	(\$472,216,038)
<input type="checkbox"/> common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other ( ).....	\$ 0	\$ 0
Total.....	\$ 700,000,000	\$370,860,000
	(\$891,310,000)	(\$472,216,038)

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	4	€ 78,671,250
		(\$100,172,102.63)
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	0	\$ 0
Regulation A.....	0	\$ 0
Rule 504.....	0	\$ 0
Total.....	0	\$ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 10,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 600,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 20,000
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify).....	<input type="checkbox"/>	\$
Total.....	<input checked="" type="checkbox"/>	\$ 630,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$ 890,680,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and Fees .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital .....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 890,680,000
Other (specify) <u>Management Fee</u> .....	<input type="checkbox"/> \$ *	<input checked="" type="checkbox"/> \$ 0
Column Totals .....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 0
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 890,680,000	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
APAX FRANCE VII		
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
APAX PARTNERS, S.A., the Manager of Apax France VII,	Chairman and CEO of Apax Partners, S.A., the Manager of Apax France VII	
By: Maurice Tchenio		

1. All U.S. investors are accredited investors. Securities were also sold to non-U.S. investors pursuant to Regulation S promulgated under the Securities Act of 1933, as amended. The number of accredited investors and the aggregate amount of purchases include only U.S. purchasers of securities and their purchases.

2. The issuer's functional currency is Euro. All currency translations to U.S. dollars for completed transactions were based on the exchange rate of €1.2733 per U.S. \$1.00 on May 5, 2006, the date that the initial sale of the issuer's securities closed.

\* The Manager shall be entitled to an annual management fee equal to 1.65% (VAT excluded) of the Total Subscription for the first year starting on the First Investment Date, and equal to 1.90% (VAT excluded) of the Total Subscription for the second year. From year 3 to 6 inclusive, the management fee shall be equal to 85% of the rate of the preceding year. The management fee will be reduced by an amount equal to any fees and retainers received by the Manager from portfolio companies, as well as any transaction fees, deal closing, commitment fees of break-up fees received by the Manager. The Net Average Management Fee over the 10-year life of the issuer will not exceed 2% (VAT included) of the Total Subscription.